

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

IN RE:	:	CHAPTER 11
INSECTARIUM AND	:	BANKR. NO. 23-10675-pmm
BUTTERFLY PAVILION, INC.,	:	
Debtor.	:	

RESPONSE TO TRUSTEE'S MOTION TO DISMISS

Comes now Insectarium and Butterfly Pavilion, Inc., Debtor in this matter, to respond to that United States Trustee's Motion to Dismiss filed March 14, 2023.

1. The Trustee noted that Debtor had not filed all documents due with its petition as of the date of the Trustee's motion. Debtor filed all documents required by the Court (See Doc 4) on March 21, 2023 (See Docs 22 – 34).

2 - 4. Debtor is a corporation and Robert M Cambridge, the undersigned, is Secretary and a director of the Debtor. Robert M. Cambridge is counsel for the Debtor and intends to continue to represent the Debtor. Doc 23 filed in this matter March 21, 2023, is a copy of the minutes of a March 17, 2023 meeting of Debtor's directors approving employment of Mr. Cambridge as counsel representing Debtor in this matter.

5. Robert M. Cambridge and his spouse are creditors of the Debtor. During the period August 1, 2016 to February of 2017 they loaned Debtor considerable amounts to allow completion of the facilities at 8046 Frankford Avenue. The facilities were opened to the public February 26, 2017. See *Plan A, Inc., et al. v. Insectarium and Butterfly Pavilion, Inc.*, C.C.P. Phila. June Term 2019, No. 05115.

6. Debtor's Petition was filed on the same date as a judgment against the Debtor in a foreclosure proceeding was filed. See *Estate of Rubin v. Kanya, et al.*, C.C.P. Phila. June Term 2017, No. 00979. The underlying dispute in the foreclosure case resulted in judgment for Debtor

July 9, 2019. The matter was appealed in matter 2046 EDA 2019, and the Superior Court remanded for determination of certain issues. After a November 2022 trial before the Hon. Vincent Johnson, the trial court issued its findings March 8, 2023. Because the finality of the decision is unclear, Debtor filed an appeal March 18, 2023.

Debtor acquired the property when the property's previous owner, Mr. Kanya, contributed it to Debtor in return for Debtor's stock. Debtor's President, Dr. Cambridge, received stock in return for a considerable debt incurred when Dr. Cambridge's corporation, Plan A, Inc., built a butterfly pavilion and made substantial improvements to Mr. Kanya's insect museum, debt that neither Mr. Kanya nor Mr. Kanya's corporations were able to pay. Dr. Cambridge later obtained Mr. Kanya's shares by sheriff's sale of said shares to satisfy in part a judgment received from the Montgomery County Court of Common Pleas. See *Fleisher v. Kanya, et al.*, C.C.P. Montgomery County No. 2018-18846-0. All shareholders of the Debtor voted in December of 2020 to convert Debtor to non-profit status to address a severe financial shortfall, essentially terminating their ownership interests in an attempt to keep Debtor viable. The Debtor has no equity owners. See Doc 31.

Robert M. Cambridge has represented Debtor in several proceedings, without pay to date, because Debtor has not had sufficient funds to hire other counsel and Mr. Cambridge, who is retired, has been willing to represent the corporation without pay because the facility is the creation of Mr. Cambridge's son, because Mr. Cambridge's efforts have protected that money invested by Mr. Cambridge and relatives in the facility, because the facility is a neat creation, and because the facility does benefit the Holmesburg community which is where the facility is located. Debtor has reimbursed some expenses incurred by Mr. Cambridge in the various representations.

7. Robert and Mary Cambridge, Plan A, Inc., and Dr. Cambridge, who had been working for little or no reimbursement during the construction of the facilities and afterward, filed suit June 6, 2019, to reduce to a judgment the significant amounts incurred after formation of Debtor and then due. The statute of limitations was then approaching expiration on some of the debt. See. *Plan A., et al. v. Insectarium and Butterfly Pavilion, Inc.*, C.C.P. Phila. June Term 2019, No. 05115, particularly the detailed documentation of the debt owed found as exhibits to the Complaint. The Trustee's statement that none of the significant amounts given to Debtor were used to pay the mortgage debt is true. Analysis of the documents on the public record suggested that the debt was not owed, an analysis agreed to by the Hon. Gene D. Cohen. See *Estate of Rubin v. Kanya, et al.*, C.C.P. Phila. June Term 2017, No. 00979, Judge Cohen's Findings filed May 9, 2019.

8. The Trustee's cites and assertions that a corporation must be represented by an attorney are not contested.

9. While Robert M. Cambridge does not pretend to be a disinterested person as defined by the cites presented by the Trustee, Mr. Cambridge does not believe that his interests in this matter differ from those of the Debtor such that their interests are in conflict.

10. Mr. Cambridge does not contest his characterization as an "insider".

11. Mr. Cambridge's interests are not inconsistent with or in conflict with those of the Debtor and the Debtor has approved his representation.

12. While the circumstances of this matter are unusual, Debtor requests that the Court recognize that Mr. Cambridge is the only attorney that Debtor can afford, that Mr. Cambridge has interests that are very much aligned with the interests of Debtor, and that Debtor has issues it

wishes to present to the Court that absent representation by Mr. Cambridge, Debtor will not be able to present.

Dated this 23rd day of March, 2023

/s/ Robert M. Cambridge

Robert M. Cambridge
3806 23rd Street N.
Arlington, Virginia 22207-3808
(703) 243-2533
bcesq@verizon.net
Counsel for Debtor

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CERTIFICATE OF SERVICE

It is certified that on the 23rd day of March, the Debtor's Response to Trustee's Motion to Dismiss was caused to be served via CM/ECF as follows:

Dave P. Adams, Esq.
Office of the U.S. Trustee
900 Market Street, Suite 320
Philadelphia, PA 19107
dave.p.adams@usdoj.gov
(via CM/ECF)

Sean Grimm
PA Department of Revenue
4th and Walnut Street
Harrisburg, PA 17128
sgrimm@pa.gov
(via CM/ECF)

Gary P. Lightman, Esq., W. Lyle Stamps, Esq.
Lightman & Manochi
600 W. Germantown Pike, Suite 400
Plymouth Meeting, PA 19462
garylightman@lightmanlaw.com
wlstamps@lightmanlaw.com
(via CM/ECF)

Megan N. Harper, Esq.
City of Philadelphia Law Department
Municipal Services Building
1401 JFK Boulevard, 5th Floor
Philadelphia, Pennsylvania 19102
Megan.Harper@phila.gov
(via CM/ECF)

/s/ Robert M. Cambridge
Robert M. Cambridge
Counsel for Debtor